

EXHIBIT A

PROPOSED ORDER

deliberation, this Court has determined that the relief requested in the Application is in the best interests of the Debtors, their estates and their creditors.

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. The Debtors are authorized to retain and employ Wachtell Lipton as co-counsel in these Cases, in accordance with section 327(a) of the Bankruptcy Code, Rule 2014(a) of the Bankruptcy Rules and Local Rule 2016-1 on the terms and conditions set forth in the Application, *nunc pro tunc* as of the Petition Date.
3. Wachtell Lipton is authorized to render the professional services set forth in the Application and the Wolf Declaration.
4. Wachtell Lipton shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders or procedures of this Court.
5. Wachtell Lipton shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Cases.
6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.
7. Notwithstanding the potential applicability of Rule 6004(h) of the Bankruptcy Rules, this Order shall be immediately effective and enforceable upon its entry.
8. To the extent that this Order is inconsistent with the terms of any engagement letter, the terms of this Order shall govern.
9. This Court shall retain jurisdiction to hear and determine all matters arising from

or related to this Order.

Dated _____, 2019

David R. Jones
CHIEF UNITED STATES BANKRUPTCY JUDGE